

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318-7575
Fax 847 318-7588

RECORDATION NO. 22721-I FILED

JAN 28 '04

3-23 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

January 26, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated October 6, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22721.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Twin Cities & Western Railroad Company
2925 12th Street East
Glencoe, MN 55336

A description of the railroad equipment covered by the enclosed document is seventy-five (75) 4750 cu. ft. covered hopper cars, with MPLI marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(TCW023)

ASSGN. NO.: TCW023

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of October, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Twin Cities & Western Railroad Company, a Minnesota corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 25, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 23 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of November 2, 2003, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K.A. DOMBRANSKI
Title: DIRECTOR OF DOCUMENTATION
By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
Executed on this 6th day of October, 2003

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

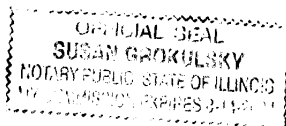
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of October, 2003.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 22721-7 FILED

JAN 28 '04

3-23 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

TWIN CITIES & WESTERN
RAILROAD COMPANY

ATTEST:

By: _____
Name: _____
Title: _____

By: *Lloyd T. Host*
Name: LYOYD T. HOST
Title: VP Marketing & Sales

Executed on this ____ day of _____, ____.

[CORPORATE SEAL]

STATE OF Minnesota
COUNTY OF McLeod

I, Rachel B. Huls, a Notary Public of the County and State
aforesaid, certify that Lloyd T. Host personally appeared before me
this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of September, 2003

Rachel B. Huls
Notary Public

My Commission Expires:

1-31-05
(Notary Public)



EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Seventy-five (75)

DESCRIPTION OF CARS: Covered hopper cars - 4750 cu. ft., equipped with trough hatches and gravity outlets

CAR NUMBERS: See below:

MPLI 50	MPLI 827072	MPLI 829157
MPLI 51	MPLI 829103	MPLI 829162
MPLI 55	MPLI 829104	MPLI 829164
MPLI 56	MPLI 829105	MPLI 829165
MPLI 57	MPLI 829106	MPLI 829166
MPLI 58	MPLI 829107	MPLI 832703
MPLI 60	MPLI 829109	MPLI 832718
MPLI 818453	MPLI 829112	MPLI 832724
MPLI 818544	MPLI 829114	MPLI 832725
MPLI 818555	MPLI 829116	MPLI 832728
MPLI 818566	MPLI 829117	MPLI 832731
MPLI 821711	MPLI 829130	MPLI 832732
MPLI 822759	MPLI 829133	MPLI 832733
MPLI 826840	MPLI 829135	MPLI 832745
MPLI 826885	MPLI 829137	MPLI 832746
MPLI 826886	MPLI 829138	MPLI 832754
MPLI 826891	MPLI 829139	MPLI 832755
MPLI 826925	MPLI 829144	MPLI 832757
MPLI 826931	MPLI 829145	MPLI 832762
MPLI 826950	MPLI 829146	MPLI 832764
MPLI 826963	MPLI 829149	MPLI 832767
MPLI 826980	MPLI 829151	MPLI 832768
MPLI 826983	MPLI 829153	MPLI 832769
MPLI 827011	MPLI 829154	Count: 75
MPLI 827061	MPLI 829155	
MPLI 827065	MPLI 829156	